

EXHIBIT 7

AFFIDAVIT

STATE OF MICHIGAN)
) ss
COUNTY OF GRAND TRAVERSE)

Now Comes Frank E. Noverr, who being first duly sworn states as follows:

1. I am the President of Noverr Publishing, Inc. and Community Directory Publishing Service, Inc. located in Traverse City, Michigan.

2 That the purpose of this Affidavit is to provide supportive documentation concerning the proposed amendments to the telecommunications bill.

3. That my companies have been in the telephone directory publishing business since 1985.

4. That over the years since we began publishing telephone directories, the costs of listings provided by the telephone operating companies have increased dramatically and without justification. For example, when we first began to purchase listings from Michigan Bell Telephone Company in 1985, the price per listing was less than 5 cents. This price approximating a nickel per listing continued until February 1987. At that time, and without explanation, the prices increased to 25 cents per listing, a 500% increase. Early in 1990 we again received a notice of price increase indicating that residents listings would be increased to 45 cents and business listings would be increased to 50 cents per listing.

Other companies have drastically increased their charges over the years as well with many companies charging up to a dollar or more per listing. In addition, various companies have added costs which are identified as "administrative fees", "production fees", and "community fees". These additional, but unexplainable, fees can often increase the per listing charge to 50% more than the base listing cost itself. These dramatic price increases have a significant impact on the ability of independent directory publishers to continue in the business. These dramatic price increases are viewed by many independent directory publishers as a method of eliminating competition by making the production costs so high to the independent directory publishers that they cannot continue to operate.

5. That it is my impression that independent directory publishers have also suffered a competitive disadvantage to the telephone operating companies by the telephone companies' refusal to provide billing service. We believe we have lost significant sales revenue as a result of individual advertiser's decisions to

not place ads in our directories since they do not want to create an extra monthly bill. They are accustomed to paying for any directory advertisement in their regular monthly phone bill which is all provided on one statement. The telephone companies also appear to have a collection advantage by providing the impression that telephone service will be cut off for nonpayment of the monthly telephone bill, which includes the advertising charges. Therefore, advertisers are more likely to pay their phone bill, including the directory advertising charges, rather than pay an additional but separate monthly bill to an independent directory publishers which has no similar leverage. Our company has been making efforts over the past several years to have the telephone companies assist in the billing and collection for our independent telephone directories. Although we have been led to believe that this was a definite possibility, there has always been some impediment or excuse which did not allow any billing services to be provided by the telephone companies.

6. That an additional problem which we have encountered is some telephone companies' refusal to provide us with listings, despite our willingness to pay a reasonable per listing charge. Among those in our geographical area are Kingsley Telephone Company and Peninsula Telephone Company. Peninsula Telephone Company has simply refused to negotiate with us or even respond to our requests to enter into license agreements. Kingsley Telephone Company, on the other hand, has recently agreed to sell listings but at charges which are several times higher than the already exorbitant rates charged by other telephone companies.

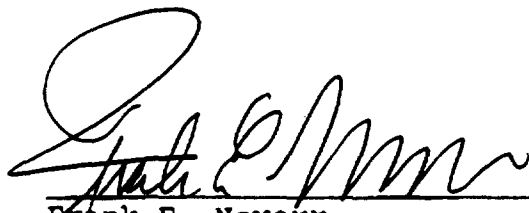
7. That it is our experience and opinion that the only method by which independent directory publishers may obtain accurate listing information is through the telephone operating companies. From discussions we have had with others, there is no way to obtain accurate listings through alternative methods such as auto dialing or phone verification. The errors and omissions which occur when those means are used provide for a product which can not be competitive with the telephone companies directories. For this reason, we strongly believe that the non-copyrightable listing information as recently determined by the Supreme Court, should be available to independent directory publishers at a reasonable cost. This should take into account the actual costs incurred by the telephone companies plus a reasonable profit. It should be kept in mind, however, that this information already has to be obtained and maintained for the telephone companies to publish their own directories, which they are required by law to publish. Based upon information we have derived from sources, including a recent article in the Wall Street Journal, it is our understanding that listings are being sold to independent mailers for approximately 5 cents per listing. This is the price level at which Michigan Bell began to charge a few years ago and is one which we feel is still appropriate at this time. With regard to alternative methods for obtaining listing information, it should also be pointed out that to do so gives the telephone directory

publishing companies an opportunity to argue that since the independent directory publishing companies do not receive information from the telephone operating companies, that the information contained in the independent telephone directories will be inaccurate, incomplete and not up to date.

8. That independent telephone directory publishers are also put in a difficult negotiating position as a result of the "take it or leave it" attitude of the telephone operating companies with respect to their license agreements. Standard license agreements are provided by the telephone operating companies which contain several provisions that are disadvantageous to independent directory publishers. These provisions would include the companies' refusal to want the completeness, accuracy and currentness of the data to be supplied. Obviously, the price demanded by the telephone companies is also places the independent directory publishers at a significant disadvantage.

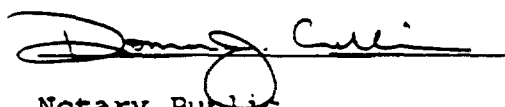
Further affiant sayeth not.

Date: 8/21/91


Frank E. Noverr

STATE OF MICHIGAN)
) ss.
COUNTY OF GRAND TRAVERSE)

Before me, a Notary Public, on this 21st day of August, 1991, appeared Frank E. Noverr who did state that he has read the forgoing affidavit signed by him and that the statements made therein are true to the best of his knowledge except as to those items stated to be upon information and belief, and to those items he believes them to be true.


Notary Public
County of
My Commission Expires:

a:N1\noverr.aff

DONNA JEAN CRELLIN, Notary Public
Grand Traverse County, Michigan
My Commission Expires 4-17-94

EXHIBIT 8

**TELEPHONE COMPANY PRICES FOR
SUBSCRIBER LISTING DATA**

| <u>COMPANY</u> | <u>1983</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|--|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|------------------|
| <u>Ameritech</u> | | | | | | | | | |
| <u>Illinois Bell</u> | | | | | | | | | |
| Base list: | | | | | | | | | |
| Business: | | | | .25 | .25 | .45 | .50 | .50 | .50 |
| Residence: | | .06 | | .14 | .14 | .30 | .35 | .45 | .45 |
| Updates: | | | | | | | | | \$1.10 |
| <u>Indiana Bell</u> | | | | | | | | | |
| Base list: | | .12 | | | .25 | .25 | .45 | .45 | .45 ¹ |
| Updates: | | | | | | | | | \$1.10 |
| <u>Michigan Bell</u> | | | | | | | | | |
| Base list: | | | | | | | | | |
| Business: | | | | | | | | .50 | .50 |
| Residence: | | | | .05 | .25 | | | .45 | .50 |
| Updates: | | | | | | | | | \$1.10 |
| <u>Ohio Bell</u> | | | | | | | | | |
| Base list: | .01 | .05 | | | | .13 | | .30 | .39 ² |
| Updates: | | | | | | N/A | | N/A | N/A ³ |
| <u>Wisconsin Bell</u> | | | | | | | | | |
| Base list: | | | | | | | | | |
| License to copy listings from published directory: | | | | | | | | .10 | N/A ⁴ |
| Magnetic tape: | | | | .30 | .30 | .40 | .50 | .50 | .50 |
| Updates: | | | | | | | quarterly: | | \$1.00 |
| | | | | | | | monthly: | | \$1.15 |
| | | | | | | | weekly: | | \$1.25 |

¹ Plus \$350 "community sort" fee.

² Bundled, plus \$65 fee per exchange.

³ Updates sold to telemarketing firms only.

⁴ Licenses to copy the published directory are no longer required after the Supreme Court's decision in Feist.

| <u>COMPANY</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|

Bell Atlantic

Bell of Pennsylvania

| | | | | | | | | |
|------------|--|--|-----|--|--|-----|-----|------------------|
| Base list: | | | .05 | | | .12 | .12 | .12 ⁵ |
| Updates: | | | | | | | | N/A |

C&P/DC, C&P/Md.,

C&P/W. Va., Diamond

State, and

New Jersey Bell

| | | | | | | | | |
|----------------------|--|--|-----|--|--|-----|-----|------------------|
| Base list: | | | .15 | | | .12 | .12 | .12 ⁶ |
| Updates: | | | | | | | | |
| residence | | | | | | | | |
| (for distribution) | | | | | | | | .60 |
| business | | | | | | | | |
| (for solicitation) | | | | | | | | \$2.50 |
| business | | | | | | | | |
| ("unrestricted" use) | | | | | | | | .30 ⁷ |

C&P/Va.

| | | | | | | | | |
|----------------------|--|--|--|--|--|-----|-----|------------------|
| Base list: | | | | | | .08 | .08 | .08 |
| Updates: | | | | | | | | |
| residence | | | | | | | | |
| (for distribution) | | | | | | | | .60 |
| business | | | | | | | | |
| (for solicitation) | | | | | | | | \$2.50 |
| business | | | | | | | | |
| ("unrestricted" use) | | | | | | | | .30 ⁸ |

⁵ Plus \$200 administrative fee and \$200 vendor cost. Does not permit use in numerical (cross-reference) listings.

⁶ Plus \$200 administrative fee. The C&P Companies all charge by the "record," not by the listing, a practice which results in 15 to 20 percent higher costs to the independent publisher. Listings must be published within 6 months of receipt by the publisher.

⁷ Minimum order of 500,000 access lines over the entire Bell Atlantic region and 50,000 access line minimum for each state requested.

⁸ Minimum order of 500,000 access lines over the entire Bell Atlantic region and 50,000 access line minimum for each state requested.

| <u>COMPANY</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> | <u>1992</u> |
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|

BellSouth

South Central Bell

Base List:

Magnetic tape: .30

Hard Copy: .08⁹ .095 .095 .095 .095 .095 .095 .15

Updates

(business only): \$1.00¹⁰

Southern Bell

Base list:

Paper printout: .15 .15 .15 .15 .15 .15 .15¹¹

Magnetic tape: N/A N/A .30 .30 .30 .30 .30¹²

Updates

(business only): \$1.00¹³

⁹ Plus processing charge of \$100 per order.

¹⁰ Includes the initial yellow pages heading, if any, selected by the subscriber.

¹¹ Listings are available only on Southern Bell's directory publication date, and can be used for one publication only (i.e., must repurchase same listings each year).

¹² Plus \$150 fee.

¹³ Includes the initial yellow pages heading, if any, selected by the subscriber. Updates to residential listings (needed for delivery to new arrivals during the year) are not available.

| <u>COMPANY</u> | <u>1983</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|

NYNEX

New England Tel.

Base list:

residence:

business/

residence

separated:

Updates:

.15

.215

N/A

New York Tel.

Base list:

residence:

business:

Updates:

CD ROM:

screen:

minute:

.01

.05

.05

.15

.15

.15

.20

.20

.20

.20

.20¹⁴

.1266

.36

¹⁴ Daily updates available only to NYNEX's directory publishing subsidiary, NIRC, at a higher price.

| <u>COMPANY</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
|----------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|

Pacific Telesis

Nevada Bell

| | | | | | | | | |
|------------|--|--|--|--|--|--|--|-----|
| Base list: | | | | | | | | .20 |
| Updates: | | | | | | | | N/A |

Pacific Bell¹⁵

| | | | | | | | | |
|-------------------------------------|--|--|--|--|--|--|--|--------------------|
| Base list | | | | | | | | |
| unsorted: | | | | | | | | .10 |
| simple sort: | | | | | | | | .16 ¹⁶ |
| complex sort: | | | | | | | | .165 ¹⁷ |
| Updates (monthly, business only) | | | | | | | | |
| simple sort: | | | | | | | | .22 ¹⁸ |
| complex sort: | | | | | | | | .225 ¹⁹ |
| Residential updates: | | | | | | | | N/A |

¹⁵ Prices regulated by state of California.

¹⁶ Subject to \$1,300 minimum.

¹⁷ Subject to \$2,500 minimum.

¹⁸ Subject to \$2,500 minimum.

¹⁹ Subject to \$2,500 minimum.

| <u>COMPANY</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|------------------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|
| <u>US West</u> | | | | | | | | |
| <u>Mountain Bell</u> | | | | | | | | |
| <u>Northwestern</u> | | | | | | | | |
| <u>Bell and Pacific</u> | | | | | | | | |
| <u>Northwest Bell</u> | | | | | | | | |
| Base list: | | | .40 | .40 | .40 | .40 | .40 | .40 |
| Base list w/o use restrictions: | | | | | | | | .50 |
| Updates: | | | | | | | | .60 |
| Government listings: | | | | | | | | \$4.00 |

| <u>COMPANY</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|------------------------------|-------------|-------------|-------------------|-------------|-------------|-------------|-------------|----------------------|
| AllTel | | | | | | | \$1.00 | \$1.00 ²¹ |
| Cascade Utilities | | | | | | | | .50 ²² |
| Cherokee Tel. Co. | .10 | | .10 | .50 | | | | |
| CenTel | | | | | | | | |
| Base list: | | | | | | | | |
| (business only -- | | | | | | | | |
| residential not | | | | | | | | |
| offered): | | .57 | | | | | | .56 |
| Updates (paper only): | | | | | | | | .70 - \$1.00 |
| ConTel | | | | | | | | |
| Base list: | | | .35 | .35 | .35 | .35 | .45 | .50 ²³ |
| Updates: | | | | | | | | N/A |
| Chautauqua & Erie Tel. Corp. | | .15 | .75 ²⁴ | | | | | |
| Cincinnati Bell | | | | | | | | .10 ²⁵ |
| Commonwealth Telephone | | | | | | | | |
| Residential: | | | | | | | | .08 ²⁶ |
| Business: | | | | | | | | .12 |

²¹ Plus \$500 fee and \$500 production fee.

²² Plus \$500 "administrative fee" which equates to approximately \$1.00 per listing. Cascade refused altogether to sell listings until it agreed to do so in settlement of litigation in 1991.

²³ Plus \$500 fee.

²⁴ Plus \$500 fee.

²⁵ Plus \$2,500 fee plus \$30 per magnetic tape.

²⁶ All listings (residential and business) subject to \$350 production fee and \$375 administrative fee.

| <u>COMPANY</u> | <u>1983</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|--|-------------|-------------------|-------------|-------------|-------------------|-------------------|-------------------|-------------|-------------------|
| D&E Telephone | | | | | | | | | |
| Residential: | | | | | | | | | .08 ²⁷ |
| Business: | | | | | | | | | .12 |
| Dunkirk & Fredonia Tel. Co. | | | | .10 | .75 ²⁸ | | | | .90 ²⁹ |
| Enterprise Telecom | | | | | | | | | .12 ³⁰ |
| GTE California | | | | | | | | | |
| Base list: | | | | | | | | | .10 ³¹ |
| GTE Midwest | | | | | | | | | |
| Base list: | .21 | .50 ³² | | .50 | | | | | |
| Updates: | | | | | | | | | N/A |
| GTE North | | | | | | | | | |
| Base list: | | | | .50 | .50 | .50 | .50 | | .50 |
| Updates: | | | | | | | | | N/A |
| GTE Northwest | | | | | | | | | |
| Base list: | | | | | | .35 ³³ | .45 ³⁴ | | |
| Updates: | | | | | | | | | N/A |

²⁷ All listings orders are subject to \$725 fee.

²⁸ Plus \$500 fee.

²⁹ Plus \$500 fee.

³⁰ Plus \$300 fee.

³¹ Rates subject to tariff regulated by California Public Utilities Commission.

³² Price increased in 1984 from .21 to .50.

³³ Plus "actual cost of programming, computer runs, paper, shipping, and city, state or federal tax which may now or hereafter be applied, and any other costs incurred in providing [listings]."

³⁴ Plus \$200 per exchange plus \$100 processing charge.

| <u>COMPANY</u> | <u>1983</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|-------------------------------------|-------------|-------------------|-------------|-------------------|-------------|-------------|-------------------|----------------------|-------------|
| GTE Southwest | | | | | | | | | |
| Base list: | .10 | .15 ³⁵ | | .15 ³⁶ | | | .50 ³⁷ | | |
| Updates: | | | | | | | N/A | N/A | |
| Hutchinson Tel. Co. | | | | | | | | | |
| Base list: | | | | | | | \$10 | \$10 ³⁸ | |
| Illinois Consolidated | | | .60 | .60 | .60 | .60 | | | |
| Inland Telephone Co. | | | | | | .40 | .40 ³⁹ | | |
| Pacific Telecom | | | | | | | | \$1.10 ⁴⁰ | |
| Peoples Telephone Co-Op Inc. | | .24 | | | | | | | |
| Southern New England Tel. | | | | | | | | | |
| Base list: | | | | | | | | .25 | |
| Updates: | | | | | | | | N/A | |

³⁵ Plus \$750 fee.

³⁶ Plus \$750 fee.

³⁷ Plus \$1,000 fee.

³⁸ Fee covered only "right" to copy listings from published book; after Feist, Hutchinson has acknowledged that listings may be copied from published book without charge.

³⁹ Plus \$100 per directory plus overhead costs.

⁴⁰ \$500 minimum order.

| <u>COMPANY</u> | <u>1983</u> | <u>1984</u> | <u>1985</u> | <u>1986</u> | <u>1987</u> | <u>1988</u> | <u>1989</u> | <u>1990</u> | <u>1991</u> |
|-------------------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------|-------------------|
| United Telephone | | | | | | | | | |
| Base list: | | | | | | | | | |
| Carolina TelCo | | | | | | | | | .65 ⁴¹ |
| Florida | | | | | | | | | .35 ⁴² |
| Indiana | | | | | | | | | |
| magnetic tape: | | | | | | | | | .35 |
| paper: | | | | | | | | | .23 ⁴³ |
| Midwest: | | | | | | | | | .49 |
| Northwest: | | | | | | | | | .45 |
| Ohio | | | | | | | | | |
| magnetic tape: | | | | | | | | | .39 |
| paper: | | | | | | | | | .12 |
| Southeast | | | | | | | | | |
| magnetic tape: | | | | | | | | | .65 |
| paper: | | | | | | | | | .10 |
| Texas: ⁴⁴ | | .10 | .25 | | .30 | .35 | .49 | | |
| Updates: | | | | | | | | | N/A |

⁴¹ Plus \$275 "license fee."

⁴² Plus various charges for "computer time."

⁴³ Plus computer time at \$1.40 per second.

⁴⁴ From 1984 through 1988, all prices were subject to a \$50 per exchange minimum fee. In 1989, an \$80 per order "administrative fee" was added.

EXHIBIT 9

12

points to consider if you're asked to buy advertising in an unknown directory...

1

Is your directory handled by a reputable firm with local offices?

2

Is there any assurance that the directory will be repeated year-after-year?

RELIABILITY

4

If your business phone is disconnected, do you receive a refund for the balance of the year?

3

Is your advertising billed monthly?

5

Is the directory publisher affiliated with the local phone company assuring the most up-to-date listings possible?

6

Is circulation guaranteed to everyone who has a telephone?

USAGE



ALTEL
Directories by GTE.

8

Are additional copies of the directory readily available, free of charge?

7

Will newcomers automatically receive a copy of the directory when their phone is installed?

9

Will directories be placed and maintained at public phones, each room of motels, hotels, etc.?

10

Are replacement copies available to replace lost, damaged, or destroyed directories?

11

Is there any assurance that the directory will contain the most complete listings?

12

Will enough directories be printed to assure adequate distribution in the entire area, or is the advertising rate low because only a token number of directories will be printed?



EXHIBIT 10

3RD STORY of Focus printed in FULL format.

Copyright 1996 Business Wire, Inc.
Business Wire

April 2, 1996, Tuesday

DISTRIBUTION: Business Editors

LENGTH: 508 words

HEADLINE: Yellow Pages Revenues Expected To Surpass \$ 10 Billion In 1996

DATELINE: WILTON, Conn.

BODY:

April 2, 1996--Yellow pages advertising revenues will increase 5% in 1996 to surpass the \$ 10 billion mark, according to projections from Yellow Pages Market Forecast, 1996, a research report recently published by SIMBA Information Inc. SIMBA estimates that yellow pages advertising revenues increased 4.1% in 1995 to \$ 9.88 billion, as the yellow pages industry continues to climb out of the slump that marked the early 1990s. The industry's performance represents an improvement over the 1994 growth rate of 3.5%. However, the yellow pages industry's share of the advertising market continues to dwindle. "Yellow pages growth rates have bounced back after a difficult period," said Carl Mercurio, editorial director of SIMBA Information's Local Media Group. "However, growth isn't expected to exceed the current levels of 4% to 5% annually through 2000. Meanwhile, growth in the overall advertising industry will continue to outpace yellow pages growth, especially in categories such as direct mail, cable TV and interactive media." The largest 11 yellow pages publishers in the U.S. -- including the seven regional Bell operating companies, GTE, SNET, Sprint and Dun & Bradstreet's R.H. Donnelley unit -- account for the overwhelming majority of yellow pages revenues. US West, Nynex and Southwestern Bell led the major publishers in yellow pages revenue growth last year. BellSouth remains the largest publisher with \$ 1.68 billion in revenues, including figures from yellow pages publisher BellSouth Advertising & Publishing Corp., sales agent L.M. Berry and yellow pages printer Stevens Graphics. Independent publishers, which are not affiliated with telephone companies, continue to increase their share of the market. In 1995, independents' market share rose to 6.4%. Trends in the yellow pages industry in 1995 included changes in electronic and international strategies, which will have important ramifications for future initiatives, the report states. The 10th annual Yellow Pages Market Forecast is a 170-page research report that reviews all of the key developments in the yellow pages industry in 1995 and provides revenues and market share statistics for RBOCs, independent telcos and independent publishers in 1995 and projections for 1996. The report discusses the important trends affecting yellow pages publishers and suppliers, from the development of new products to legal issues to expansions and divestitures. Yellow Pages Market Forecast, 1996 also provides comprehensive profiles of more than 40 publishers and suppliers. Other SIMBA products include Yellow Pages & Directory Report, a bi-weekly newsletter, and Electronic Yellow & White Pages, a research report. For information, contact Michele Wolff att. 180. SIMBA Information Inc. (<http://www.simbanet.com>) is a leading provider of news, analysis and market research in Stamford, CT.



LEXIS·NEXIS

A member of the Reed Elsevier plc group



LEXIS·NEXIS

A member of the Reed Elsevier plc group



LEXIS·NEXIS

A member of the Reed Elsevier plc group

CONTACT: Michele Wolff, 203-834-0033, ext. 180

LANGUAGE: ENGLISH

LOAD-DATE: April 3, 1996



LEXIS·NEXIS
A member of the Reed Elsevier plc group



LEXIS·NEXIS
A member of the Reed Elsevier plc group



LEXIS·NEXIS
A member of the Reed Elsevier plc group

EXHIBIT 11

Attachment C-1
Great Western Dirs

IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

BELLSOUTH ADVERTISING &
PUBLISHING CORPORATION,

Plaintiff-Counterdefendant,

v.

DONNELLEY INFORMATION
PUBLISHING, INC.,

Defendant-Counterclaimant,

v.

BELLSOUTH CORPORATION and
SOUTHERN BELL TELEPHONE AND
TELEGRAPH COMPANY,

Additional Counterdefendants.

85-3233-CIV-SCOTT

AFFIDAVIT OF
T. H. AVERY

FILED BY
JUN 17 PM 5:01
CLERK OF DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI

STATE OF MISSOURI)
COUNTY OF ST. LOUIS) SS

Affidavit

T. H. Avery, being duly sworn, states upon his oath as follows:

1. I am Vice President and General Manager of Southwestern Bell Media, Inc. (Media), 12800 Publications Road, P.O. Box 31907, St. Louis, Missouri. I have held that position since August, 1985.

2. I am now, and have been since 1970, employed in the classified advertising business, primarily the Yellow Pages, beginning as a sales representative for Southwestern Bell Telephone Company. I held various other positions in the directory business, including sales, promotions and marketing.

195

as well as strategic planning assignments. On January 1, 1984, Media was incorporated to act as publisher for all Southwestern Bell classified directories. Since January 1, 1984 and prior to beginning my present position, I was Assistant Vice-President for Strategic Planning for Southwestern Bell Publications.

3. Media publishes directories in various states within the telephone service areas of Southern Bell and South Central Bell, including Alabama, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, South Carolina, and Tennessee.

4. Based on my experience and knowledge from research in the area, it is my opinion that the value of a classified advertising directory to advertisers depends upon consumer usage. Usage, in turn, depends upon the accuracy, completeness and timeliness of the information contained in the directory. Because of the production time needed between sales close and distribution, no directory can be 100% current when delivered to the user, but the extent to which this can be approximated is important.

5. For a directory to be most useful, advertisers must be satisfied the directory contains the most current available listings of all businesses in the community served by the directory, including businesses not purchasing advertising, and that the directory will be delivered to all users, including newly connected customers. Local telephone companies in the regular course of business generate a uniquely complete and current body of listing information, including the name,

address and telephone number of every business and residence telephone customer. This information can be obtained from no other practical source in a timely manner to the best of my knowledge.

6. Due to the constant turnover in businesses in any community, the information in any directory becomes increasingly inaccurate with the passage of time. That is why directories are typically published on an annual basis. Thus, a directory alphabetical listing data base derived from keying a previously published telephone directory cannot be nearly as accurate or complete as one that is continually updated from telephone company service order information. Consequently, in the absence of access to the service order information equal to that available to the telephone company's publisher, an independent directory will inevitably be less accurate and complete than the telephone company directory, assuming they are published on the same date. This point is illustrated in the Bell South advertisement attached as Exhibit 1.

7. Based upon my experience, and from sources I believe to be reliable, the local telephone companies make the listing information referred to in Paragraph 5 available to the directory publisher contracting with or affiliated with the telephone company. This listing information may be made available by hard copy, computer printout or in machine readable form.

8. Media and its affiliates publish directories in 46 of the 50 United States. In most cases, we are able to purchase